



# WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L67120AS1971PLC001358  
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001  
TELEPHONE : 033-2243-5391/93, 2210-1221, 2248-9434/35, FAX : 91-33-2248-3683/8114/6824  
E-mail : administrator@mcleodrussel.com, Website : www.williamsonfinancial.in

REF: WFSL/SEC/BM1/2022-23  
20<sup>th</sup> May, 2022

The Secretary  
BSE Limited  
P.J. Towers, 25<sup>th</sup> Floor  
Dalal Street,  
**MUMBAI -400 001**  
Scrip Code: 519214

**Sub: Annual Secretarial Compliance Report for the financial year 2021-22.**

Dear Sir,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 enclosing herewith Annual Secretarial Compliance Report dated 20<sup>th</sup> May, 2022 for the financial year ended 31<sup>st</sup> March, 2022 issued by M/s Vidhya Baid & Co, Practising Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Williamson Financial Services Ltd.**

*Mohit Arora*  
**Mohit Arora**  
Compliance Officer



**Secretarial compliance report of  
WILLIAMSON FINANCIAL SERVICES LIMITED  
for the year ended 31st March, 2022**

We, Vidhya Baid & Co., Company Secretaries, Kolkata have examined:

- (a) all the documents and records made available to us and explanation provided by **Williamson Financial Services Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under ; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12th August, 2021) and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. 13th August, 2021),
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (upto 15th August, 2021) and Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (w.e.f. 16th August, 2021),
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/guidelines issued thereunder

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended....	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 6(1) of SEBI (LODR) Regulation 2015	31 <sup>st</sup> March 2021	No Compliance Officer and Company Secretary was appointed from 01.11.2019 till 10.06.2020 and 27.07.2020 respectively.	Mr. Sk. Javed Akhtar was appointed as Compliance Officer w.e.f. 11.06.2020 and subsequently appointed as Company Secretary w.e.f 28.07.2020.



2.	Regulation 6 of SEBI (LODR) Regulation 2015 - Company Secretary of the said Company resigned w.e.f. 31.10.2019	31 <sup>st</sup> March 2020	No Company Secretary was appointed till end of the financial year.	-Do-
3.	Regulation 17(1) of SEBI (LODR) Regulation 2015 - Woman Director, Ms. Nandani Khaitan resigned on 06.05.2019 and the new woman Director Mrs. Arundhuti Dhar was appointed on 13.12.2019	31 <sup>st</sup> March 2020	Non compliance during the intervening period	Mrs. Arundhuti Dhar was appointed on 13.12.2019
4.	Regulation 18(1)(d) and 19(3) of SEBI (LODR) Regulation 2015 - Presence of Chairperson of Audit Committee and nomination and remuneration committee at the Annual General Meeting was not complied.	31 <sup>st</sup> March 2020	The position was vacated on 18th September, 2019, few days just before the Annual General Meeting which was held on 30th September, 2019.	-
5.	Regulation 19(1) and (2) of SEBI (LODR) Regulation 2015 - Due to cessation of Independent Director, many committees were not properly constituted until new Independent Directors were appointed.	31 <sup>st</sup> March 2020	New Independent Directors Mr. Kumar Vineet Saraf, Ms. Arundhati Dhar, Mr. Gaurang Shashikant Ajmera were appointed on 13th December, 2019 and the committees were re-constituted.	Care has been taken henceforth.
6.	Regulation 24A of SEBI (LODR) Regulation 2015 - Non-submission of Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)	31 <sup>st</sup> March 2020	Late submission.	Care has been taken henceforth



	(Amendment) Regulations, 2018 within due date.			
7.	Disclosure of Shareholding under Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Pledge invoked 20,44,670 Equity Share of Mcleod Ruseel India Limited -intimation after 2 working days	31 <sup>st</sup> March 2020	Henceforth the same shall be take care of.	-
8.	BSE Regulations 29(2)/ 29(3) of SEBI (LODR) Regulation 2015 for Non compliance of five days prior intimation of Board Meeting for quarterly result of December, 2019.	31 <sup>st</sup> March 2020	BSE Letter for Notice dated March 11, 2020 imposed fine of Rs. 11,800/-.The Company requested for waiver of penalty to BSE Limited which was not accepted and was advised to pay the penalty on 04.11.2020	Penalty was paid on 05.11.2020

For VIDHYA BAID & CO.  
Company Secretaries



*Vidhya Baid*

**VIDHYA BAID**  
**(Proprietor)**  
**FCS No : 8882**  
**C. P. No. : 8686**

Date: 20th May , 2022

Place : Kolkata

UDIN : F008882D000352984